

**CORPORATE RESOLUTION**

**WRITTEN CONSENT OF DIRECTORS OF EMPIRE FARMS, INC.**

The undersigned, being the Chairman of the Board of Directors and Vice President of Empire Farms, Inc., a New Jersey corporation (the "Company"), hereby consents to and adopts the following resolutions set forth below, which actions shall have the same force and effect as if taken by a unanimous affirmative vote at a meeting at which all of the directors were present and voting. By signing hereunder, the undersigned expressly waives all notice of a meeting at which the following resolutions would have been submitted to the directors for action and directs that this Written Consent be filed with the minutes and proceedings of the Company.

"RESOLVED, that in the judgment of the Chairman of the Board of Directors and Vice President of the Company, it is desirable and in the best interests of the Company, that its officers be empowered to cause a petition under Chapter 12 of the Bankruptcy Code to be filed by the Company upon such date, and in the event, in their discretion, such action should become necessary for the protection of the Company and the preservation of its assets without further notice to the directors of the Company; and it is further

RESOLVED, that the officers of the Company, or any of them, be and they hereby are, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which they may deem necessary or proper in connection with such proceedings under Chapter 12, and in that connection to retain and employ Nowell Amoroso Klein Bierman, P.A., and to retain and employ other legal counsel or other professionals which they may deem necessary or proper with a view to the successful conclusion of such reorganization case."

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as  
of August 20, 2010.

EMPIRE FARMS, INC.

By: /s/ Joseph Mahal  
JOSEPH MAHAL  
Vice President and  
Chairman of the Board of Directors

/s/ Raymond J. Bolzan  
Raymond J. Bolzan, Jr.,  
President